

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 71369 / January 23, 2014**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15682**

**In the Matter of**

**TRENT MARTIN,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934,  
MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Trent Martin (“Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent consents to the Commission’s jurisdiction over him and the subject matter of these proceedings and to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Martin, age 34, is an Australian citizen currently residing in New York while awaiting resolution of the criminal proceedings further described below in paragraph 4. From at least August 2008 through November 2010, Martin was a registered representative associated with broker dealers registered with the Commission. He passed his series 7 exam in October 2008 and his series 63 exam in December 2008.

2. On December 26, 2013, a judgment was entered by consent against Martin, permanently enjoining him from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled SEC v. Conradt, Civil Action No. 12 – 8676 – JSR, in the United States District Court for the Southern District of New York.

3. The Commission's complaint alleges that Martin misappropriated material nonpublic information about International Business Machines Corporation's ("IBM") 2009 acquisition of SPSS Inc. ("SPSS"), illegally traded on the basis of that information, and tipped that information to his roommate. The Commission further alleges that the roommate used that information to illegally trade and tipped the information to others who traded; and that the illegal trading resulted in ill-gotten gains exceeding \$1 million.

4. On September 12, 2013, Martin pled guilty to conspiracy to commit securities fraud, in violation of Title 18 United States Code, Sections 371, in United States v. Martin, 12 Cr. 887 (S.D.N.Y.).

5. In connection with that plea, Martin admitted that:

(a) In approximately October 2008, Defendant was introduced to a lawyer (the "Lawyer") who worked at a major New York law firm and with whom, over the next several months, Defendant became close friends;

(b) Defendant and the Lawyer shared personal and professional confidences about their lives which they understood were to be maintained confidentially;

(c) In late May 2009, the Lawyer told Defendant about a new deal to which the Lawyer was assigned by his law firm involving IBM's possible acquisition of SPSS. The Lawyer also disclosed to Defendant the anticipated transaction price.

(d) Defendant knew that the information disclosed by the Lawyer about the possible acquisition was nonpublic and, if it was disclosed, would affect the share price of SPSS securities.

(e) Defendant also knew that the Lawyer expected him to maintain the confidentiality of the information and to not tell anybody else about it.

(f) In approximately June and July 2009, Defendant traded for his own personal account based on the information that had been provided to him by the Lawyer.

(g) Defendant disclosed to his roommate the parties to the proposed acquisition, the projected price, and that the information was nonpublic and from a confidential source. Defendant knew that in making this disclosure to his roommate he was violating the duty of trust and confidence that he owed to the Lawyer.

(h) Defendant made approximately \$7,600 in profits from his trading in SPSS securities.

(i) Defendant knew that his actions were wrong and in violation of the law.

#### **IV.**

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Martin's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Martin be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent; and

barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock;

with the right to apply for reentry after five (5) years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy  
Secretary